

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)
Alexander, William H.
16 Wagner Street

Hummelstown, PA 17036

2. Issuer Name and Ticker or Trading Symbol
Hershey Foods Corporation (HSY)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
12/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code	4) Securities Acquired(A) or Disposed of (D) Amount	5) Amount of Securities Beneficially Owned at End of Year	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock				1,500.0000	D	Direct
Common Stock				10.0000	I	by Daughter
Common Stock				36.0000	I	by Spouse
Common Stock				1,200.0000	I	by Trust

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date
			Code	A D	Exercisable Expiration
Common Stock Equivalents (1)		05/01/01 (2)	J	244.3630	

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Year	10) D or I	11) Nature of Indirect Beneficial Ownership
		Title	Amount or Number of Shares			
Common Stock Equivalents (1)	05/01/01 (2)	Common Stock	244.3630	(3)	3,589.2030	D Direct

Explanation of Responses:

(1)
These units were acquired as dividends reinvested on units deferred previously under the Director's Compensation Plan and new deferrals of 2001 director's fees under the Plan; 63.484 units were reinvested dividends and 180.879 were deferrals of 2001 director's fees.

(2)
Reinvested dividends were acquired on 3/15/01, 6/15/01, 9/14/01 and 12/17/01; and 2001 deferred director's fees were credited on 5/1/01.

(3)
Units were acquired at various times throughout the year as noted in Footnote 2. These prices range from \$59.77 to \$66.16.

SIGNATURE OF REPORTING PERSON
/S/ Alexander, William H.

